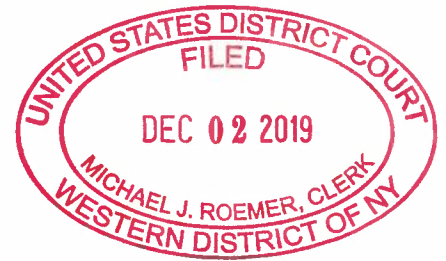


UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NEW YORK



IN RE SYNACOR DERIVATIVE LITIGATION

No. 1:19-cv-00052-EAW

**STIPULATION AND [PROPOSED] ORDER  
MAINTAINING STAY OF CONSOLIDATED DERIVATIVE ACTION**

Plaintiffs Stephen R. Heimberg and Matthew Tucker, Nominal Defendant Synacor, Inc. (“Synacor”), and Defendants Himesh Bhise, William J. Stuart, Jordan Levy, Marwan Fawaz, Gary L. Ginsberg, Andrew Kau, Michael J. Montgomery, Scott Murphy, and Elisabeth B. Donohue (collectively, the “Individual Defendants,” and together with Synacor, “Defendants”), by and through their respective counsel, hereby stipulate and agree as follows, subject to the Court’s approval:

WHEREAS, on May 13, 2019, the Court stayed the above-captioned shareholder derivative action (the “Derivative Action”) pending decision on a motion to dismiss in *Lefkowitz v. Synacor, Inc.*, No 1:18-cv-02979-LGS (S.D.N.Y. filed Apr. 4, 2018) (the “Securities Class Action”);

WHEREAS, on August 28, 2019, the Southern District of New York (Schofield, J.) issued an opinion and order granting in full defendants’ motion to dismiss the Securities Class Action (the “August 28 Order”);

WHEREAS, on September 3, 2019, the Court maintained the stay of this Derivative Action pending resolution of the Securities Class Action plaintiffs’ application seeking leave to replead;

WHEREAS, on November 15, 2019, the Southern District of New York denied the Securities Class Action plaintiffs’ application seeking leave to replead;

IT IS HEREBY STIPULATED AND AGREED among the undersigned parties, subject to the Court's approval, that:

1. If the Securities Class Action plaintiffs file a notice of appeal, then this Derivative Action shall remain stayed until the final resolution of that appeal.
2. If the Securities Class Action plaintiffs do not file a notice of appeal, then this Derivative Action shall remain stayed until January 6, 2020.

Dated: November 26, 2019

Respectfully Submitted,

LAW OFFICES OF BETH A. KELLER,  
P.C.

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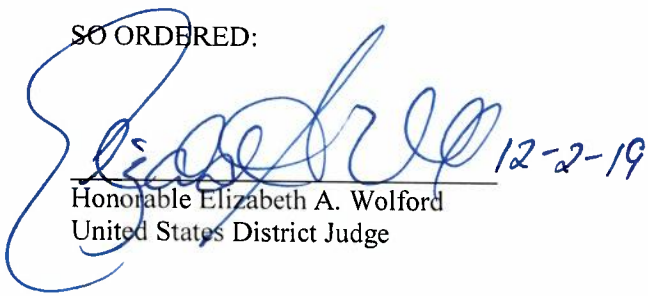
*Counsel for Plaintiffs*

\* pro hac vice applications forthcoming

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*Counsel for Defendants*

SO ORDERED:

  
Honorable Elizabeth A. Wolford  
United States District Judge